

Fill in this information to identify your case.

United States Bankruptcy Court for the:

Western District of Texas

Case number (if known): _____

Chapter you are filing under:

- ☐ Chapter 7
☒ Chapter 11
☐ Chapter 12
☐ Chapter 13

☐ Check if this is an
amended filing

Official Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** BlueAvocado Co.

2. **All other names debtor used in the last 8 years**

Include any assumed names, trade names, and *doing business as* names

3. **Debtor's federal Employer Identification Number (EIN)** 26-1944076

4. **Debtor's address**

Principal place of business

620 Congress Ave Suite 320

Number Street

Austin TX 78701

City State ZIP Code

Travis County

County

Mailing address, if different from principal place of business

P.O. Box 1691

Number Street

P.O. Box

Austin TX 78767

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. **Debtor's website (URL)** www.Blueavocado.com

6. **Type of debtor**

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor BlueAvocado Co. Case number (if known) _____
 Name _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.naics.com/search/>.5199**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No

☐ Yes. Debtor _____ Relationship _____
 District _____ When _____
 MM / DD / YYYY
 Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor BlueAvocado Co. Case number (if known) _____
 Name _____

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input checked="" type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor BlueAvocado Co. Case number (if known) _____
 Name _____

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/10/2021
 MM / DD / YYYY

X /s/ Julie Mak
 Signature of authorized representative of debtor
 Title CEO & President

Julie Mak
 Printed name

18. Signature of attorney

X /s/ Raymond Battaglia
 Signature of attorney for debtor

Date 11/10/2021
 MM / DD / YYYY

Raymond Battaglia
 Printed name

Law Offices of Ray Battaglia, PLLC
 Firm name

66 Granburg Circle

Number Street

San Antonio TX 78218

City State ZIP Code

2106019405 rbattaglia@outlook.com

Contact phone Email address

01918055 TX

Bar number State

BLUE AVOCADO
Profit and Loss by Month
January - September, 2021

	Total				
	Current	Jan - Sep, 2020 (PY)	% Change		
Income					
Blue Avocado Income	0.00	0.00			
Sales	1,961,188.19	2,800,603.48	-29.97%		
Sales Discounts	-1,327.61	-37,000.45	96.41%		
Shipping Income	1,645.00	2,475.00	-33.54%		
Total Blue Avocado Income	\$ 1,961,505.58	\$ 2,766,078.03	-29.09%		
Total Income	\$ 1,961,505.58	\$ 2,766,078.03	-29.09%		
Cost of Goods Sold					
COGS - Blue Avocado	0.00	0.00			
Customer Orders Shipping	3,606.44	12,297.62	-70.67%		
Defective Allowance	44,219.44	15,049.36	193.83%		
Discount	24,452.52	0.00			
Inbound Freight & Shipping	39,569.88	34,816.94	13.65%		
Inventory Adjustment	-707.62	0.00			
Inventory Shrinkage	8,634.96	0.00			
Manufacturing Product	976,836.20	1,361,688.71	-28.26%		
Markdowns	192,180.20	0.00			
New Store Allowance	-1,181.49	6,409.84	-118.43%		
Returns & Allowances	386.60	19.99	1833.97%		
Samples to Customers Shipping	0.00	458.30	-100.00%		
Shipping & Freight Outbound	1,269.13	7,538.35	-83.16%		
Supply Chain Discount	2,070.06	15,376.99	-86.54%		
Testing	4,300.00	446.00	864.13%		
Tooling Amortization	350.00	1,400.00	-75.00%		
Warehouse & Distribution	176,730.46	251,529.23	-29.74%		
Total COGS - Blue Avocado	\$ 1,472,716.78	\$ 1,707,031.33	-13.73%		
Total Cost of Goods Sold	\$ 1,472,716.78	\$ 1,707,031.33	-13.73%	2021 GP%	2020 GP%
Gross Profit	\$ 488,788.80	\$ 1,059,046.70	-53.85%	24.92%	37.81%
Expenses					
Advertising & Marketing	124.15	0.00			
Advertising	0.00	598.33	-100.00%		
Contract Marketing	68,989.90	111,601.61	-38.18%		
Marketing Other	12,635.17	7,749.56	63.04%		
Marketing Supplies	0.00	114.26	-100.00%		
Online Marketing	87,593.34	152,356.75	-42.51%		
Photography	0.00	543.00	-100.00%		
Promotions	69,027.06	0.00			
Samples	0.00	0.00			
Sample Costs	389.80	3,167.79	-87.69%		
Sample Shipping and Delivery	0.00	449.86	-100.00%		
Total Samples	\$ 389.80	\$ 3,617.65	-89.23%		

Tradeshows	0.00	0.00	
Tradeshow Costs	0.00	728.51	-100.00%
Total Tradeshows	\$ 0.00	\$ 728.51	-100.00%
Web Development Ecommerce	1,082.02	1,171.24	-7.62%
Total Advertising & Marketing	\$ 239,841.44	\$ 278,480.91	-13.88%
Bank Service Charges	3.00	1,857.60	-99.84%
Business License, Fees, Permits	1,050.00	1,050.00	0.00%
Computer Expenses <\$500.00	267.22	0.00	
Dues & Subscriptions	3,057.74	1,235.82	147.43%
Filing Fees	-250.00	0.00	
Insurance	0.00	0.00	
Directors Insurance	9,568.10	5,911.76	61.85%
Health Insurance	21,321.83	18,161.01	17.40%
Liability Insurance	5,718.48	1,719.44	232.58%
Total Insurance	\$ 36,608.41	\$ 25,792.21	41.94%
Interest Expense	0.00	0.00	
Loan Interest	59,060.98	35,169.67	67.93%
Total Interest Expense	\$ 59,060.98	\$ 35,169.67	67.93%
Merchant Service Fees	7,069.33	8,903.15	-20.60%
Office Supplies	604.29	1,239.32	-51.24%
Payroll Expenses*OE	0.00	0.00	
Payroll Processing Fees	4,797.00	4,797.00	0.00%
Payroll Taxes	55,235.76	56,889.86	-2.91%
Payroll Wages	65,382.86	127,915.35	-48.89%
Total Payroll Expenses*OE	\$ 125,415.62	\$ 189,602.21	-33.85%
Postage & Delivery	57.10	286.48	-80.07%
Product Development	150.00	0.00	
Product Development - Design	817.18	808.38	1.09%
Product Development Shipping	2,387.38	3,571.04	-33.15%
Total Product Development	\$ 3,354.56	\$ 4,379.42	-23.40%
Professional Fees	0.00	0.00	
Accounting & Financial	56,937.83	3,089.40	1743.01%
Consultant - Admin	3,570.00	8,770.00	-59.29%
Consultant - Marketing	4,704.63	0.00	
Consultant - Marketing & Sales Development	51,075.00	0.00	
Consultant - Operations	41,025.00	0.00	
Consultant - Prod Dev	16,042.62	24,108.20	-33.46%
Legal Fees	50,439.37	23,289.66	116.57%
Total Professional Fees	\$ 223,794.45	\$ 59,257.26	277.67%
Rent	398.94	1,944.49	-79.48%
Sales Rep Commission	63,939.02	102,547.43	-37.65%
Storage	812.00	3,345.10	-75.73%
Support Services	0.00	0.00	
Accounting	5,125.00	2,325.00	120.43%
Purchasing	0.00	0.00	
Sales	-2,900.00	26,100.00	-111.11%
Total Support Services	\$ 2,225.00	\$ 28,425.00	-92.17%
Taxes	0.00	0.00	

State Franchise, Occupation, In	8,683.84	8,733.76	-0.57%		
Total Taxes	\$ 8,683.84	\$ 8,733.76	-0.57%		
Telephone	872.46	1,086.89	-19.73%		
Travel & Entertainment	0.00	0.00			
Cab Fare	40.01	33.77	18.48%		
Meals	0.00	50.27	-100.00%		
Parking + Tolls	26.50	0.00			
Total Travel & Entertainment	\$ 66.51	\$ 84.04	-20.86%		
Utilities	0.00	0.00			
Internet	0.00	1,475.51	-100.00%		
Total Utilities	\$ 0.00	\$ 1,475.51	-100.00%		
Total Expenses	\$ 776,931.91	\$ 754,896.27	2.92%	2021 NOP%	2020 NOP%
Net Operating Income	-\$ 288,143.11	\$ 304,150.43	-194.74%	-14.69%	10.86%
Other Income					
Other Income	38,382.50	0.00			
Total Other Income	\$ 38,382.50	\$ 0.00			
Other Expenses					
Charitable Contributions	0.00	1,781.84	-100.00%		
Extraordinary Expense	210,784.92	14,885.06	1316.08%		
Total Other Expenses	\$ 210,784.92	\$ 16,666.90	1164.69%		
Net Other Income	-\$ 172,402.42	-\$ 16,666.90	-934.40%	2021 NP%	2020 NP%
Net Income	-\$ 460,545.53	\$ 287,483.53	-260.20%	-23.48%	10.27%

Saturday, Oct 23, 2021 09:09:18 PM GMT-7 - Accrual Basis

BLUE AVOCADO**Balance Sheet**

As of September 30, 2021

	As of Sep 30, 2021	Total As of Sep 30, 2020 (PY)	% Change
ASSETS			
Current Assets			
Bank Accounts			
BB&T - 0193	227,213.85	8,693.25	2513.68%
Shopify Holding	110.95	2,415.35	-95.41%
Total Bank Accounts	\$ 227,324.80	\$ 11,108.60	1946.39%
Accounts Receivable			
Accounts Receivable	363,721.82	226,092.37	60.87%
Total Accounts Receivable	\$ 363,721.82	\$ 226,092.37	60.87%
Other Current Assets			
Inventory			
Inventory Asset	574,582.19	779,968.31	-26.33%
Total Inventory	\$ 574,582.19	\$ 779,968.31	-26.33%
Prepaid Expense	74,537.08	12,127.17	514.63%
Prepaid Inventory	257,323.32	40,881.62	529.44%
Undeposited Funds	0.00	325.85	-100.00%
Undeposited Funds Adjustments	0.00	-466.92	100.00%
Total Other Current Assets	\$ 906,442.59	\$ 832,836.03	8.84%
Total Current Assets	\$ 1,497,489.21	\$ 1,070,037.00	39.95%
Fixed Assets			
Accumulated Depreciation	0.00	0.00	
Furniture & Fixtures	0.00	0.00	
Office Equipment	381.05	0.00	
Tooling	0.00	0.00	
Total Fixed Assets	\$ 381.05	\$ 0.00	
Other Assets			
Deposits on Mfg Orders	0.00	0.00	
Intangible Assets			
Accumulated Amortization	-5,281.25	-5,281.25	0.00%
Loan Costs	1,506.00	1,506.00	0.00%
Organization Costs	3,775.25	3,775.25	0.00%
Total Intangible Assets	\$ 0.00	\$ 0.00	
Rent Deposit	0.00	0.00	
Security Deposit	1,500.00	1,500.00	0.00%
Total Other Assets	\$ 1,500.00	\$ 1,500.00	0.00%
TOTAL ASSETS	\$ 1,499,370.26	\$ 1,071,537.00	39.93%
LIABILITIES AND EQUITY			
Liabilities			
Current Liabilities			

Accounts Payable			
Accounts Payable	987,664.35	599,843.77	64.65%
Total Accounts Payable	\$ 987,664.35	\$ 599,843.77	64.65%
Other Current Liabilities			
Accrued Expenses	153,715.87	74,421.95	106.55%
Accrued Royalty Expense	61,110.74	61,110.74	0.00%
Barshop/Block Notes	200,000.00	200,000.00	0.00%
Barshop/Block Notes Accrued Interest	68,750.07	48,750.03	41.03%
Block Ventures Accrued Interest Payable	17,972.64		
Block Ventures LLC - LOC	313,476.59	178,692.70	75.43%
BLUEAVO RLOCL - LOC	390,000.00		
BLUEAVO RLOCL Accrued Interest Payable	10,779.40		
Canada Revenue Agency Payable	0.00	0.00	
CARES Act PPP Loan	38,333.33	38,382.50	-0.13%
Convertible Debt	0.00	0.00	
Customer Deposit	0.00	0.00	
Guaranteed Sales Reserve	0.00	0.00	
Illinois Department of Revenue Payable	0.00	0.00	
Loan Payable - Barshop Invest	0.00	0.00	
Loan Payable - M. Block	0.00	0.00	
New York Revenue Payable	432.86	378.00	14.51%
rezip.com Gift Cards	0.00	0.00	
Sales Tax Payable	0.00	0.00	
Sales Tax Payable - OLD	0.00	0.00	
State Comptroller Payable	793.08	540.03	46.86%
Sales Tax Payable	0.00	0.00	
Total State Comptroller Payable	\$ 793.08	\$ 540.03	46.86%
Total Other Current Liabilities	\$ 1,255,364.58	\$ 602,275.95	108.44%
Total Current Liabilities	\$ 2,243,028.93	\$ 1,202,119.72	86.59%
Total Liabilities	\$ 2,243,028.93	\$ 1,202,119.72	86.59%
Equity			
Capital Stock	23,044.00	23,044.00	0.00%
Opening Bal Equity	0.00	0.00	
Opening Balance Equity	5,296.63	5,296.63	0.00%
Preferred Series B	2,637,019.58	2,637,019.58	0.00%
Preferred Series C	3,132,742.20	3,132,742.20	0.00%
Preferred Stock A	825,000.00	825,000.00	0.00%
Preferred Stock A-1	990,000.00	990,000.00	0.00%
Retained Earnings	-7,896,215.55	-8,031,168.66	1.68%
Net Income	-460,545.53	287,483.53	-260.20%
Total Equity	-\$ 743,658.67	-\$ 130,582.72	-469.49%
TOTAL LIABILITIES AND EQUITY	\$ 1,499,370.26	\$ 1,071,537.00	39.93%

Fill in this information to identify the case:

Debtor name BlueAvocado Co.
United States Bankruptcy Court for the: Western District of Texas
(State)
Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ <u>0.00</u>
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ <u>938,657.34</u>
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ <u>938,657.34</u>

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ <u>1,053,750.00</u>
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 6a of <i>Schedule E/F</i>	\$ <u>0.00</u>
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 6b of <i>Schedule E/F</i>	+\$ <u>845,342.75</u>
4. Total liabilities Lines 2 + 3a + 3b	\$ <u>1,899,092.75</u>

2020 TAX RETURN FILING INSTRUCTIONS

U.S. CORPORATION INCOME TAX RETURN

FOR THE YEAR ENDING

DECEMBER 31, 2020

Prepared for	BLUE AVOCADO CO. P.O. BOX 1691 AUSTIN, TX 78767-1691															
Prepared by	ERICKSON DEMEL & CO., PLLC 7800 N. MOPAC, SUITE 105 AUSTIN, TX 78759															
To be signed and dated by	THE APPROPRIATE CORPORATE OFFICER(S).															
Amount of tax	<table style="width: 100%; border: none;"> <tr> <td style="width: 40%;">Total tax</td> <td style="width: 10%;">\$</td> <td style="width: 50%; text-align: right;">0</td> </tr> <tr> <td>Less: payments and credits</td> <td>\$</td> <td style="text-align: right;">0</td> </tr> <tr> <td>Plus: other amount</td> <td>\$</td> <td style="text-align: right;">0</td> </tr> <tr> <td>Plus: interest and penalties</td> <td>\$</td> <td style="text-align: right;">0</td> </tr> <tr> <td colspan="3">NO PMT REQUIRED \$</td> </tr> </table>	Total tax	\$	0	Less: payments and credits	\$	0	Plus: other amount	\$	0	Plus: interest and penalties	\$	0	NO PMT REQUIRED \$		
Total tax	\$	0														
Less: payments and credits	\$	0														
Plus: other amount	\$	0														
Plus: interest and penalties	\$	0														
NO PMT REQUIRED \$																
Overpayment	<table style="width: 100%; border: none;"> <tr> <td style="width: 40%;">Credited to your estimated tax</td> <td style="width: 10%;">\$</td> <td style="width: 50%; text-align: right;">0</td> </tr> <tr> <td>Other amount</td> <td>\$</td> <td style="text-align: right;">0</td> </tr> <tr> <td>Refunded to you</td> <td>\$</td> <td style="text-align: right;">0</td> </tr> </table>	Credited to your estimated tax	\$	0	Other amount	\$	0	Refunded to you	\$	0						
Credited to your estimated tax	\$	0														
Other amount	\$	0														
Refunded to you	\$	0														
Make check payable to	NOT APPLICABLE															
Mail tax return and check (if applicable) to	THIS RETURN HAS BEEN PREPARED FOR ELECTRONIC FILING. TO HAVE IT TRANSMITTED ELECTRONICALLY TO THE IRS, PLEASE SIGN, DATE, AND RETURN FORM 8879-C TO OUR OFFICE. WE WILL THEN SUBMIT YOUR ELECTRONIC RETURN.															
Return must be mailed on or before	RETURN FEDERAL FORM 8879-C TO US BY APRIL 15, 2021.															
Special Instructions																

Form **8879-C**Department of the Treasury
Internal Revenue Service**IRS e-file Signature Authorization for Form 1120**

OMB No. 1545-0123

For calendar year 2020, or tax year beginning _____, 2020, ending _____, 20____

▶ Do not send to the IRS. Keep for your records.

▶ Go to www.irs.gov/Form8879C for the latest information.**2020**

Name of corporation

BLUE AVOCADO CO.

Employer identification number

26-1944076

Part I Tax Return Information (Whole dollars only)

1 Total income (Form 1120, line 11)	1	1,192,255.
2 Taxable income (Form 1120, line 30)	2	
3 Total tax (Form 1120, line 31)	3	
4 Amount owed (Form 1120, line 35)	4	
5 Overpayment (Form 1120, line 36)	5	


Part II Declaration and Signature Authorization of Officer. Be sure to get a copy of the corporation's return.

Under penalties of perjury, I declare that I am an officer of the above corporation and that I have examined a copy of the corporation's 2020 electronic income tax return and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the corporation's electronic income tax return. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the corporation's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the corporation's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the corporation's electronic income tax return and, if applicable, the corporation's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize ERICKSON DEMEL & CO., PLLC to enter my PIN 44076
ERO firm name do not enter all zeros
as my signature on the corporation's 2020 electronically filed income tax return.

☐ As an officer of the corporation, I will enter my PIN as my signature on the corporation's 2020 electronically filed income tax return.

Officer's signature ▶  Date ▶ 4/5/2021 Title ▶ PRESIDENT

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 70468281054
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2020 electronically filed income tax return for the corporation indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 3112, IRS e-file Application and Participation, and Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ _____

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see instructions.

Form **8879-C** (2020)

LHA

Form 1120	U.S. Corporation Income Tax Return For calendar year 2020 or tax year beginning _____, ending _____ Department of the Treasury Internal Revenue Service Go to www.irs.gov/Form1120 for instructions and the latest information.	OMB No. 1545-0123 <div style="border: 2px solid black; padding: 5px; font-size: 24pt; font-weight: bold;">2020</div>																																																																																
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Form 1120 (2020) BLUE AVOCADO CO.

26-1944076 Page 2

Schedule C Dividends, Inclusions, and Special Deductions (see instructions)	(a) Dividends and inclusions	(b) %	(c) Special deductions (a) x (b)
1 Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		50	
2 Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		65	
3 Dividends on certain debt-financed stock of domestic and foreign corporations		See instructions	
4 Dividends on certain preferred stock of less-than-20%-owned public utilities		23.3	
5 Dividends on certain preferred stock of 20%-or-more-owned public utilities		26.7	
6 Dividends from less-than-20%-owned foreign corporations and certain FSCs		50	
7 Dividends from 20%-or-more-owned foreign corporations and certain FSCs		65	
8 Dividends from wholly owned foreign subsidiaries		100	
9 Subtotal. Add lines 1 through 8		See instructions	
10 Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11 Dividends from affiliated group members		100	
12 Dividends from certain FSCs		100	
13 Foreign-source portion of dividends received from a specified 10%-owned foreign corporation (excluding hybrid dividends) (see instructions)		100	
14 Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, 12, or 13 (including any hybrid dividends)			
15 Section 965(a) inclusion		See instructions	
16a Subpart F inclusions derived from the sale by a controlled foreign corporation (CFC) of the stock of a lower-tier foreign corporation treated as a dividend (attach Form(s) 5471) (see instructions)		100	
b Subpart F inclusions derived from hybrid dividends of tiered corporations (attach Form(s) 5471) (see instructions)			
c Other inclusions from CFCs under subpart F not included on line 15, 16a, 16b, or 17 (attach Form(s) 5471) (see instructions)			
17 Global Intangible Low-Taxed Income (GILTI) (attach Form(s) 5471 and Form 8992)			
18 Gross-up for foreign taxes deemed paid			
19 IC-DISC and former DISC dividends not included on line 1, 2, or 3			
20 Other dividends			
21 Deduction for dividends paid on certain preferred stock of public utilities			
22 Section 250 deduction (attach Form 8993)			
23 Total dividends and inclusions. Add column (a), lines 9 through 20. Enter here and on page 1, line 4			
24 Total special deductions. Add column (c), lines 9 through 22. Enter here and on page 1, line 29b			

Form 1120 (2020)

Form 1120 (2020) BLUE AVOCADO CO.

26-1944076 Page 3

Schedule J Tax Computation and Payment (see instructions)

Part I - Tax Computation

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120))		2	Income tax. See Instructions	0.
3	Base erosion minimum tax amount (attach Form 8991)		3		
4	Add lines 2 and 3		4		0.
5a	Foreign tax credit (attach Form 1118)	5a			
b	Credit from Form 8834 (see Instructions)	5b			
c	General business credit (attach Form 3800)	5c			
d	Credit for prior year minimum tax (attach Form 8827)	5d			
e	Bond credits from Form 8912	5e			
6	Total credits. Add lines 5a through 5e		6		
7	Subtract line 6 from line 4		7		0.
8	Personal holding company tax (attach Schedule PH (Form 1120))		8		
9a	Recapture of investment credit (attach Form 4255)	9a			
b	Recapture of low-income housing credit (attach Form 8611)	9b			
c	Interest due under the look-back method-completed long-term contracts (attach Form 8697)	9c			
d	Interest due under the look-back method-income forecast method (attach Form 8866)	9d			
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e			
f	Interest/tax due under Section 453A(c) and/or Section 453(f)	9f			
g	Other (see instructions - attach statement)	9g			
10	Total. Add lines 9a through 9g		10		
11	Total tax. Add lines 7, 8, and 10. Enter here and on page 1, line 31		11		0.

Part II - Section 965 Payments (see instructions)

12	2020 net 965 tax liability paid from Form 965-B, Part II, column (k), line 4. Enter here and on page 1, line 32	12	
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Part III - Payments, Refundable Credits, and Section 965 Net Tax Liability

13	2019 overpayment credited to 2020	13	
14	2020 estimated tax payments	14	
15	2020 refund applied for on Form 4466	15	()
16	Combine lines 13, 14, and 15	16	
17	Tax deposited with Form 7004	17	
18	Withholding (see instructions)	18	
19	Total payments. Add lines 16, 17, and 18	19	
20	Refundable credits from:		
a	Form 2439	20a	
b	Form 4136	20b	
c	Reserved for future use	20c	
d	Other (attach statement - see instructions)	20d	
21	Total credits. Add lines 20a through 20d	21	
22	2020 net 965 tax liability from Form 965-B, Part I, column (d), line 4. See instructions	22	
23	Total payments, credits, and section 965 net tax liability. Add lines 19, 21, and 22. Enter here and on page 1, line 33	23	

Form 1120 (2020)

Form 1120 (2020) BLUE AVOCADO CO.

26-1944076 Page 4

Schedule K Other Information (see instructions)					Yes	No
1	Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) ▶					
2	See the instructions and enter the:					
	a Business activity code no. ▶ 424990					
	b Business activity ▶ DESIGN AND SELL					
	c Product or service ▶ REUSABLE GROCERY BAG					
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? If "Yes," enter name and EIN of the parent corporation ▶					X
4	At the end of the tax year:					
	a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G)					X
	b Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G)					X
5	At the end of the tax year, did the corporation:					
	a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on Form 851, Affiliations Schedule? For rules of constructive ownership, see instructions If "Yes," complete (i) through (iv) below.					X
	(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock		
	b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions If "Yes," complete (i) through (iv) below.					X
	(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximum Percentage Owned in Profit, Loss, or Capital		
6	During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316 If "Yes," file Form 5452, Corporate Report of Nondividend Distributions. See the instructions for Form 5452. If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.					X
7	At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of the total voting power of all classes of the corporation's stock entitled to vote or at least 25% of the total value of all classes of the corporation's stock? For rules of attribution, see section 318. If "Yes," enter: (a) Percentage owned ▶ and (b) Owner's country ▶ (c) The corporation may have to file Form 5472, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ▶					X
8	Check this box if the corporation issued publicly offered debt instruments with original issue discount If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.					
9	Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$					
10	Enter the number of shareholders at the end of the tax year (if 100 or fewer) ▶					
11	If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.					
12	Enter the available NOL carryover from prior tax years (do not reduce it by any deduction reported on page 1, line 29a.) ▶ \$ 7,938,483.					

Form 1120 (2020) BLUE AVOCADO CO.

26-1944076 Page 5

Schedule K Other Information (continued from page 4)		Yes	No
13	Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than \$250,000? If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year ► \$		X
14	Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions If "Yes," complete and attach Schedule UTP.		X
15a	Did the corporation make any payments in 2020 that would require it to file Form(s) 1099?		X
b	If "Yes," did or will the corporation file required Form(s) 1099?		
16	During this tax year, did the corporation have an 80%-or-more change in ownership, including a change due to redemption of its own stock?		X
17	During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?		X
18	Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than \$1 million?		X
19	During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?		X
20	Is the corporation operating on a cooperative basis?		X
21	During the tax year, did the corporation pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions If "Yes," enter the total amount of the disallowed deductions ► \$		X
22	Does the corporation have gross receipts of at least \$500 million in any of the 3 preceding tax years? (See sections 59A(e)(2) and (3)) If "Yes," complete and attach Form 8991.		X
23	Did the corporation have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		X
24	Does the corporation satisfy one or more of the following? See instructions a The corporation owns a pass-through entity with current, or prior year carryover, excess business interest expense. b The corporation's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the corporation has business interest expense. c The corporation is a tax shelter and the corporation has business interest expense. If "Yes," complete and attach Form 8990.		X
25	Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter amount from Form 8996, line 15 ► \$		X
26	Since December 22, 2017, did a foreign corporation directly or indirectly acquire substantially all of the properties held directly or indirectly by the corporation, and was the ownership percentage (by vote or value) for purposes of section 7874 greater than 50% (for example, the shareholders held more than 50% of the stock of the foreign corporation)? If "Yes," list the ownership percentage by vote and by value. See instructions		X
Percentage: By Vote			
By Value			

Form 1120 (2020)

Form 1120 (2020) BLUE AVOCADO CO.

26-1944076 Page 6

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1 Cash			8,341.		20,156.
2a Trade notes and accounts receivable		124,729.		16,838.	
b Less allowance for bad debts		()	124,729.	()	16,838.
3 Inventories			644,329.		880,441.
4 U.S. government obligations					
5 Tax-exempt securities					
6 Other current assets (att. stmt.)	STMT 7		612,981.		67,212.
7 Loans to shareholders					
8 Mortgage and real estate loans					
9 Other investments (att. stmt.)					
10a Buildings and other depreciable assets		5,682.		5,682.	
b Less accumulated depreciation		(5,682.)	0.	(5,682.)	
11a Depletable assets					
b Less accumulated depletion		()		()	
12 Land (net of any amortization)					
13a Intangible assets (amortizable only)		5,281.		5,281.	
b Less accumulated amortization		(5,281.)	0.	(5,281.)	
14 Other assets (att. stmt.)	STMT 8		1,500.		1,500.
15 Total assets			1,391,880.		986,147.
Liabilities and Shareholders' Equity					
16 Accounts payable			1,207,318.		553,366.
17 Mortgages, notes, bonds payable in less than 1 year					
18 Other current liabilities (att. stmt.)	STMT 9		149,075.		112,478.
19 Loans from shareholders					
20 Mortgages, notes, bonds payable in 1 year or more					
21 Other liabilities (att. stmt.)	STMT 10		453,777.		611,723.
22 Capital stock: a Preferred stock		7,584,762.		7,584,762.	
b Common stock		23,044.	7,607,806.	23,044.	7,607,806.
23 Additional paid-in capital					
24 Retained earnings - Appropriated (attach statement)					
25 Retained earnings - Unappropriated			-8,026,096.		-7,899,226.
26 Adjustments to shareholders' equity (attach statement)					
27 Less cost of treasury stock			()		()
28 Total liabilities and shareholders' equity			1,391,880.		986,147.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	126,870.	7 Income recorded on books this year not included on this return (itemize):	
2 Federal income tax per books		Tax-exempt interest \$	
3 Excess of capital losses over capital gains			
4 Income subject to tax not recorded on books this year (itemize):			
5 Expenses recorded on books this year not deducted on this return (itemize):		8 Deductions on this return not charged against book income this year (itemize):	
a Depreciation \$		a Depreciation \$	
b Charitable contributions \$	1,782.	b Charitable contributions \$	
c Travel and entertainment \$	25.		
	1,807.	9 Add lines 7 and 8	
6 Add lines 1 through 5	128,677.	10 Income (page 1, line 28) - line 6 less line 9	128,677.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Schedule L, Line 25)

1 Balance at beginning of year	-8,026,096.	5 Distributions: a Cash	
2 Net income (loss) per books	126,870.	b Stock	
3 Other increases (itemize):		c Property	
		6 Other decreases (itemize):	
4 Add lines 1, 2, and 3	-7,899,226.	7 Add lines 5 and 6	
		8 Balance at end of year (line 4 less line 7)	-7,899,226.

Form **1125-A****Cost of Goods Sold**

(Rev. November 2018)

▶ Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service▶ Go to www.irs.gov/Form1125A for the latest information.

Name BLUE AVOCADO CO.		Employer identification number 26-1944076
1	Inventory at beginning of year	1 644,329.
2	Purchases	2 1,802,769.
3	Cost of labor	3
4	Additional section 263A costs (attach schedule)	4
5	Other costs (attach schedule) SEE STATEMENT 11	5 379,048.
6	Total. Add lines 1 through 5	6 2,826,146.
7	Inventory at end of year	7 880,441.
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8 1,945,705.

9 a Check all methods used for valuing closing inventory:

(i) ☒ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation) ▶

b Check if there was a writedown of subnormal goods ▶ ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO **9d**

e If property is produced or acquired for resale, do the rules of Section 263A apply to the entity? See instructions ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☒ No

If "Yes," attach explanation.

For Paperwork Reduction Act Notice, see separate instructions.

Form 1125-A (Rev. 11-2018)

BLUE AVOCADO CO.

26-1944076

FORM 1120 OTHER DEDUCTIONS STATEMENT 5

DESCRIPTION	AMOUNT
BANK SERVICE CHARGES	2,491.
DUES & SUBSCRIPTIONS	1,648.
EXTRAORDINARY EXPENSE	71,569.
INSURANCE	39,662.
LICENSE & FEES	1,050.
LOAN INTEREST	47,270.
MEALS	25.
MERCHANT SERVICE FEES	10,377.
OFFICE SUPPLIES	1,640.
PAYROLL PROCESSING FEES	6,396.
POSTAGE & DELIVERY	434.
PRODUCT DEVELOPMENT	8,573.
PROFESSIONAL FEES	76,688.
SALES REP COMMISSION	114,745.
STORAGE	3,639.
SUPPORT SERVICES	37,925.
TELEPHONE	1,317.
TRAVEL	34.
UTILITIES	1,795.
TOTAL TO FORM 1120, LINE 26	427,278.

NET OPERATING LOSS DEDUCTION STATEMENT 6

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
12/31/08	286,293.		286,293.	286,293.
12/31/09	539,471.		539,471.	539,471.
12/31/10	394,209.		394,209.	394,209.
12/31/11	441,431.		441,431.	441,431.
12/31/12	521,526.		521,526.	521,526.
12/31/13	875,785.		875,785.	875,785.
12/31/14	1,603,441.		1,603,441.	1,603,441.
12/31/15	1,099,548.		1,099,548.	1,099,548.
12/31/16	1,193,092.		1,193,092.	1,193,092.
12/31/17	687,523.		687,523.	687,523.
12/31/18	134,895.		134,895.	134,895.
12/31/19	161,269.		161,269.	161,269.
NOL AVAILABLE THIS YEAR			7,938,483.	7,938,483.

BLUE AVOCADO CO.

26-1944076

FORM 1120	OTHER INCOME	STATEMENT	1
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DESCRIPTION	AMOUNT
SHIPPING & HANDLING	3,250.
TOTAL TO FORM 1120, LINE 10	3,250.

FORM 1120	TAXES AND LICENSES	STATEMENT	2
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DESCRIPTION	AMOUNT
PAYROLL TAXES	79,212.
PROPERTY TAXES	20.
TAXES - OTHER	16,829.
TOTAL TO FORM 1120, LINE 17	96,061.

CURRENT YEAR CONTRIBUTIONS	STATEMENT	3
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DESCRIPTION	AMOUNT
VARIOUS	1,782.
TOTAL CURRENT YEAR CONTRIBUTIONS	1,782.

BLUE AVOCADO CO.

26-1944076

CONTRIBUTIONS

STATEMENT

4

CURRENT YEAR CONTRIBUTIONS:

QUALIFIED CONTRIBUTIONS SUBJECT TO 100% LIMIT

QUALIFIED CONTRIBUTIONS SUBJECT TO 25% LIMIT

FOOD INVENTORY CONTRIBUTIONS SUBJECT TO 25% LIMIT

FOOD INVENTORY CONTRIBUTIONS SUBJECT TO 15% LIMIT

QUALIFIED CONTRIBUTIONS SUBJECT TO 10% LIMIT 1,782

CONTRIBUTION SUBJECT TO LIMITATION:

CARRYOVER OF PRIOR YEARS UNUSED CONTRIBUTIONS

FOR TAX YEAR 2015 15,677

FOR TAX YEAR 2016 19,916

FOR TAX YEAR 2017 1,271

FOR TAX YEAR 2018 796

FOR TAX YEAR 2019 632

TOTAL CARRYOVER 38,292

CURRENT YEAR CONTRIBUTIONS 1,782

TOTAL CONTRIBUTIONS AVAILABLE 40,074

TAXABLE INCOME LIMITATION AS ADJUSTED 0

EXCESS CONTRIBUTIONS 40,074

ALLOWABLE CONTRIBUTIONS DEDUCTION 0

TOTAL CONTRIBUTION DEDUCTION 0

BLUE AVOCADO CO.

26-1944076

SCHEDULE L	OTHER CURRENT ASSETS	STATEMENT	7
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DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
PREPAID EXPENSE	8,826. ✓	7,320. ✓
PREPAID INVENTORY	604,155. ✓	59,892. ✓
TOTAL TO SCHEDULE L, LINE 6	612,981. ✓	67,212. ✓

SCHEDULE L	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
SECURITY DEPOSIT	1,500. ✓	1,500. ✓
TOTAL TO SCHEDULE L, LINE 14	1,500. ✓	1,500. ✓

SCHEDULE L	OTHER CURRENT LIABILITIES	STATEMENT	9
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DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
ACCRUED EXPENSES	87,621. ✓	42,168. ✓
ACCRUED ROYALTY EXPENSE	61,111. ✓	61,111. ✓
FRANCHISE TAX PAYABLE		8,096. ✓
NEW YORK REVENUE PAYABLE	124. ✓	433. ✓
REZIP.COM GIFT CARDS	50. ✓	0. ✓
SALES TAX PAYABLE		
STATE COMPTROLLER PAYABLE	169. ✓	670. ✓
TOTAL TO SCHEDULE L, LINE 18	149,075. ✓	112,478. ✓

BLUE AVOCADO CO.

26-1944076

SCHEDULE L	OTHER LIABILITIES	STATEMENT 10
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DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
BARSHOP/BLOCK NOTES	200,000.	200,000.
BARSHOP/BLOCK NOTES ACCRUED INTEREST	33,750.	53,750.
CARES ACT - PPP LOAN	0.	38,383.
LOC-BLOCK VENTURES LLC	220,027.	319,590.
TOTAL TO SCHEDULE L, LINE 21	453,777.	611,723.

FORM 1125-A	OTHER COSTS	STATEMENT 11
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DESCRIPTION	AMOUNT
NEW STORE ALLOWANCE	6,417.
SAMPLES	535.
SHIPPING & FREIGHT OUT	65,700.
SUPPLY CHAIN DISCOUNT	18,254.
TESTING	446.
TOOLING AMORTIZATION	1,400.
WAREHOUSE & DISTRIBUTING	286,296.
TOTAL TO LINE 5	379,048.

2021 TAX RETURN FILING INSTRUCTIONS

TEXAS FORM 05-158-A/05-158-B AND 05-102

FOR THE YEAR ENDING

DECEMBER 31, 2020

Prepared for	BLUE AVOCADO CO. P.O. BOX 1691 AUSTIN, TX 78767-1691															
Prepared by	ERICKSON DEMEL & CO., PLLC 7800 N. MOPAC, SUITE 105 AUSTIN, TX 78759															
To be signed and dated by	NOT APPLICABLE															
Amount of tax	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 40%;">Total tax</td> <td style="width: 10%; text-align: right;">\$</td> <td style="width: 50%; text-align: right;">8,095.60</td> </tr> <tr> <td>Less: payments and credits</td> <td style="text-align: right;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>Plus: other amount</td> <td style="text-align: right;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>Plus: interest and penalties</td> <td style="text-align: right;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>BALANCE DUE</td> <td style="text-align: right;">\$</td> <td style="text-align: right;">8,095.60</td> </tr> </table>	Total tax	\$	8,095.60	Less: payments and credits	\$	0.00	Plus: other amount	\$	0.00	Plus: interest and penalties	\$	0.00	BALANCE DUE	\$	8,095.60
Total tax	\$	8,095.60														
Less: payments and credits	\$	0.00														
Plus: other amount	\$	0.00														
Plus: interest and penalties	\$	0.00														
BALANCE DUE	\$	8,095.60														
Overpayment	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 40%;">Credited to your estimated tax</td> <td style="width: 10%; text-align: right;">\$</td> <td style="width: 50%; text-align: right;">0.00</td> </tr> <tr> <td>Other amount</td> <td style="text-align: right;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>Refunded to you</td> <td style="text-align: right;">\$</td> <td style="text-align: right;">0.00</td> </tr> </table>	Credited to your estimated tax	\$	0.00	Other amount	\$	0.00	Refunded to you	\$	0.00						
Credited to your estimated tax	\$	0.00														
Other amount	\$	0.00														
Refunded to you	\$	0.00														
Make check payable to	TEXAS COMPTROLLER															
Mail tax return and check (if applicable) to	THIS RETURN HAS BEEN PREPARED FOR ELECTRONIC FILING. IF YOU WISH TO HAVE IT TRANSMITTED TO THE TEXAS COMPTROLLER, PLEASE CONTACT OUR OFFICE AND WE WILL SUBMIT YOUR ELECTRONIC RETURN. DO NOT MAIL THE PAPER COPY TO THE TEXAS COMPTROLLER.															
Return must be mailed on or before	RETURN FEDERAL FORM 8879-C TO US BY MAY 17, 2021.															
Special Instructions	<p>YOUR PAYMENT SHOULD BE MADE AS INSTRUCTED BELOW BY MAY 17, 2021.</p> <p>ENCLOSE A CHECK OR MONEY ORDER FOR \$8,095.60, PAYABLE TO TEXAS COMPTROLLER. SEPARATELY MAIL FORM 05-170 WITH PAYMENT TO:</p> <p style="text-align: center;">TEXAS COMPTROLLER OF PUBLIC ACCTS P.O. BOX 149348 AUSTIN, TX 78714-9348</p>															

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TX2021 05-102

Ver. 12.0 (Rev.9-16/33)

Texas Franchise Tax Public Information ReportTo be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP),
Professional Associations (PA) and Financial Institutions

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559,
Government Code, to review, request and correct information
we have on file about you. Contact us at 1-800-252-1381.

32034306731

2021

Taxpayer name BLUE AVOCADO CO.		<input type="checkbox"/> Check box if the mailing address has changed.	
Mailing address P.O. BOX 1691		Secretary of State (SOS) file number or Comptroller file number	
City AUSTIN	State TX	ZIP code plus 4 78767-1691	9800909516

☐ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office P.O. BOX 1691, AUSTIN, TX 78767-1691
Principal place of business P.O. BOX 1691, AUSTIN, TX 78767-1691

You must report officer, director, member, general partner and manager information as of the date you complete this report.

Please sign below!

3203430673121

This report must be signed to satisfy franchise tax requirements.

SECTION A Name, title and mailing address of each officer, director, member, general partner or manager.

Name AMY GEORGE	Title DIRECTOR	Director <input checked="" type="checkbox"/> YES	Term expiration m m d d y y
Mailing address P.O. BOX 1691	City AUSTIN	State TX	ZIP Code 78767
Name BRUCE BARSHOP	Title DIRECTOR	Director <input checked="" type="checkbox"/> YES	Term expiration m m d d y y
Mailing address P.O. BOX 1691	City AUSTIN	State TX	ZIP Code 78767
Name ED ROELS	Title DIRECTOR	Director <input checked="" type="checkbox"/> YES	Term expiration m m d d y y
Mailing address P.O. BOX 1691	City AUSTIN	State TX	ZIP Code 78767

SECTION B Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter information for each corporation, LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

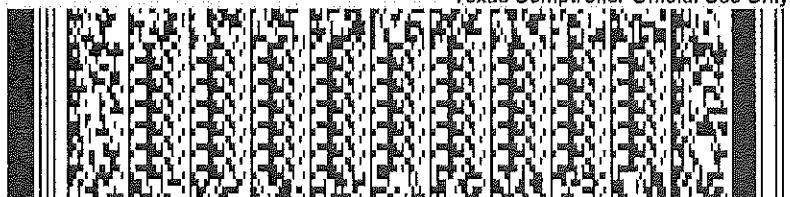
Name of owned (parent) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
Registered agent and registered office currently on file (see instructions if you need to make changes) Agent: CAPITOL CORPORATE SERVICES, INC.		You must make a filing with the Secretary of State to change registered agent, registered office or general partner information.	
Office: 206 E. 9TH ST., STE 1300	City AUSTIN	State TX	ZIP Code 78701

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation, LLC, LP, PA or financial institution.

sign here	Title PRESIDENT	Date	Area code and phone number (512) 904-0351
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Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	PIR IND	<input type="checkbox"/>
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TX 05-102 (Section A Continuation)

BLUE AVOCADO CO.

32034306731

Name JULIE MAK	Title PRESIDENT	Director <input checked="" type="checkbox"/> YES	Term expiration
Mailing address P.O. BOX 1691	City AUSTIN	State TX	ZIP Code 78767

Name BRUCE BALLENGEE	Title DIRECTOR	Director <input checked="" type="checkbox"/> YES	Term expiration
Mailing address P.O. BOX 1691	City AUSTIN	State TX	ZIP Code 78767

Name PETE HINZE	Title DIRECTOR	Director <input checked="" type="checkbox"/> YES	Term expiration
Mailing address P.O. BOX 1691	City AUSTIN	State TX	ZIP Code 78767

Name	Title	Director <input type="checkbox"/> YES	Term expiration
Mailing address	City	State	ZIP Code

Name	Title	Director <input type="checkbox"/> YES	Term expiration
Mailing address	City	State	ZIP Code

Name	Title	Director <input type="checkbox"/> YES	Term expiration
Mailing address	City	State	ZIP Code

Name	Title	Director <input type="checkbox"/> YES	Term expiration
Mailing address	City	State	ZIP Code

Name	Title	Director <input type="checkbox"/> YES	Term expiration
Mailing address	City	State	ZIP Code

Name	Title	Director <input type="checkbox"/> YES	Term expiration
Mailing address	City	State	ZIP Code

Name	Title	Director <input type="checkbox"/> YES	Term expiration
Mailing address	City	State	ZIP Code

Name	Title	Director <input type="checkbox"/> YES	Term expiration
Mailing address	City	State	ZIP Code

351320C 080711

TX2021 05-158-A

Ver. 12.0 (Rev.9-16/9)

Texas Franchise Tax Report - Page 1

Tcode 13250 ANNUAL

Taxpayer number

Report year

Due date

32034306731

2021

05/17/2021

Taxpayer name BLUE AVOCADO CO.				Secretary of State file number or Comptroller file number	
Mailing address P.O. BOX 1691				0800909516	
City AUSTIN	State TX	Country USA	ZIP code plus 4 78767-1691	Check box if the address has changed <input type="checkbox"/>	
Check box if this is a combined report <input type="checkbox"/>		Check box if Total Revenue is adjusted for Tiered Partnership Election, see Instructions <input type="checkbox"/>			
Is this entity a corporation, limited liability company, professional association, limited partnership or financial institution? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					

** If not twelve months, see instructions for annualized revenue

Accounting year	m	m	d	d	y	y	Accounting year	m	m	d	d	y	y	SIC code	NAICS code
begin date**	0	1	0	1	2	0	end date	1	2	3	1	2	0	5100	424990

REVENUE (Whole dollars only)

1. Gross receipts or sales	1.	3134710.00
2. Dividends	2.	0.00
3. Interest	3.	0.00
4. Rents (can be negative amount)	4.	0.00
5. Royalties	5.	0.00
6. Gains/losses (can be negative amount)	6.	0.00
7. Other income (can be negative amount)	7.	3250.00
8. Total gross revenue (Add items 1 thru 7)	8.	3137960.00
9. Exclusions from gross revenue (see instructions)	9.	0.00
10. TOTAL REVENUE (item 8 minus item 9 if less than zero, enter 0)	10.	3137960.00

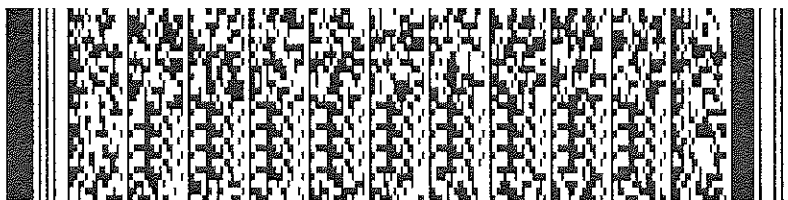
COST OF GOODS SOLD (Whole dollars only)

11. Cost of goods sold	11.	2017909.00
12. Indirect or administrative overhead costs (Limited to 4%)	12.	40638.00
13. Other (see instructions)	13.	0.00
14. TOTAL COST OF GOODS SOLD (Add items 11 thru 13)	14.	2058547.00

COMPENSATION (Whole dollars only)

15. Wages and cash compensation	15.	165358.00
16. Employee benefits	16.	0.00
17. Other (see instructions)	17.	0.00
18. TOTAL COMPENSATION (Add items 15 thru 17)	18.	165358.00

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>
PM Date	<input type="text"/>



351320C 080712

TX2021 05-158-B


Ver. 12.0 (Rev.9-16/9)

Texas Franchise Tax Report - Page 2

Tcode 13251 ANNUAL

Taxpayer number	Report year	Due date	Taxpayer name
32034306731	2021	05/17/2021	BLUE AVOCADO CO.
MARGIN (Whole dollars only)			
19. 70% revenue (item 10 X .70)	19. ■		2196572.00
20. Revenue less COGS (item 10 - item 14)	20. ■		1079413.00
21. Revenue less compensation (item 10 - item 18)	21. ■		2972602.00
22. Revenue less \$1 million (item 10 - \$1,000,000)	22. ■		2137960.00
23. MARGIN (see instructions)	23. ■		1079413.00
APPORTIONMENT FACTOR			
24. Gross receipts in Texas (Whole dollars only)	24. ■		3137960.00
25. Gross receipts everywhere (Whole dollars only)	25. ■		3137960.00
26. APPORTIONMENT FACTOR (Divide item 24 by item 25, round to 4 decimal places)	26. ■		1.0000
TAXABLE MARGIN (Whole dollars only)			
27. Apportioned margin (Multiply item 23 by item 26)	27. ■		1079413.00
28. Allowable deductions (see instructions)	28. ■		0.00
29. TAXABLE MARGIN (item 27 minus item 28)	29. ■		1079413.00
TAX DUE			
30. Tax rate (see instructions for determining the appropriate tax rate)	Y N N	30. ■	0.007500
31. Tax due (Multiply item 29 by the tax rate in item 30) (Dollars and cents)	31. ■		8095.60
TAX ADJUSTMENTS (Dollars and cents) (Do not include prior payments)			
32. Tax credits (item 23 from Form 05-160)	32. ■		0.00
33. Tax due before discount (item 31 minus item 32)	33. ■		8095.60
34. Discount (see instructions, applicable to report years 2008 and 2009)	34. ■		0.00
TOTAL TAX DUE (Dollars and cents)			
35. TOTAL TAX DUE (item 33 minus item 34)	35. ■		8095.60

Do not include payment if item 35 is less than \$1,000 or if annualized total revenue is less than the no tax due threshold (see instructions). If the entity makes a tiered partnership election, ANY amount in item 35 is due. Complete Form 05-170 if making a payment.

Print or type name JULIE MAK		Area code and phone number (512) 904-0351
I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief.		Mail original to: Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348
sign here 	Date	

Instructions for each report year are online at www.comptroller.texas.gov/taxes/franchise/forms/. If you have any questions, call 1-800-252-1381.

Texas Comptroller Official Use Only



VE/DE

PM Date



351320C 080821

TX2021 05-170
Ver. 12.0 (Rev.9-16/9)

Texas Franchise Tax Payment Form

☒ Tcode 13050 ANNUAL

☒ Taxpayer number 32034306731 ☒ Report year 2021 Due date 05/17/2021

Taxpayer name

BLUE AVOCADO CO.

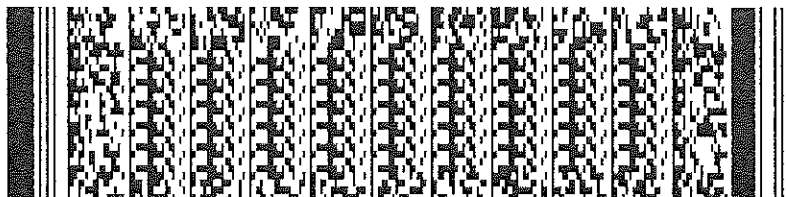
1. Total tax due on this report <i>(item 35 from Form 05-158-B or item 17 from Form 05-169)</i>	1.	8095.60
2. Enter prior payment (e.g. extension payment)	2.	0.00
3. Net tax due <i>(item 1 minus item 2)</i>	3.	8095.60
4. Penalty <i>(see instructions)</i>	4.	0.00
5. Interest <i>(see instructions)</i>	5.	0.00
6. TOTAL AMOUNT DUE AND PAYABLE <i>(Add items 3, 4 and 5)</i> <i>Make amount payable to TEXAS COMPTROLLER</i>	6. <input checked="" type="checkbox"/>	8095.60

Taxpayers who paid \$10,000 or more during the preceding fiscal year (Sept. 1 thru Aug. 31) are required to electronically pay their franchise tax. For more information visit www.comptroller.texas.gov/taxes/franchise/filing-requirements.php.

Mail original to:
Texas Comptroller of Public Accounts
P.O. Box 149348
Austin, TX 78714-9348

Instructions for each report year are online at www.comptroller.texas.gov/taxes/franchise/forms/. If you have any questions, call 1-800-252-1381.

Texas Comptroller Official Use Only



VE/DE					
PM Date					



1019

Fill in this information to identify the case:Debtor name BlueAvocado Co.United States Bankruptcy Court for the: Western District of Texas

Case number (If known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Locke Lord 2200 Ross Avenue, Suite 2800 Dallas, TX, 75201		Suppliers or Vendors				311,754.97
2	RWR Legal 620 Congress Avenue Austin, TX, 78701		Suppliers or Vendors				169,051.49
3	Michael Best & Friedrich LLP 600 Congress Avenue Austin, TX, 78701		Suppliers or Vendors				158,692.11
4	The Creative Partners Group 88 South 10th Street Minneapolis, MN, 55403		Suppliers or Vendors				111,204.12
5	BLUEAVO RLOCL LLC 10001 Reunion Place Suite 230 San Antonio, TX, 78216						94,640.06
6	Edward Roels 5020 W 73rd Street Bedford Park, IL, 60638		Indemnity Claim	Contingent			0.00
7	Bruce Barshop 10001 Reunion Place Suite 230 San Antonio, TX, 78216		Indemnity Claim	Contingent			0.00
8							

Debtor BlueAvocado Co.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

Fill in this information to identify the case:Debtor name BlueAvocado Co.United States Bankruptcy Court for the: Western District of Texas

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
- ☒ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. Cash on hand**\$ 0.00**3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. BB&TChecking0 1 9 3\$ 76,102.22

3.2. _____

\$ _____

4. Other cash equivalents (Identify all)

4.1. _____

\$ _____

4.2. _____

\$ _____

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 76,102.22**Part 2: Deposits and prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
- ☐ Yes. Fill in the information below.

Current value of debtor's interest**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

7.1. _____

\$ _____

7.2. _____

\$ _____

Debtor

BlueAvocado Co.
Name

79

Case number (if known)

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. _____ \$ _____

8.2. _____ \$ _____

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ _____

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**☐ No. Go to Part 4.☒ Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts receivable**11a. 90 days old or less: 139,664.18 - 0.00 = → \$ 139,664.18
face amount doubtful or uncollectible accounts11b. Over 90 days old: 7,402.00 - 0.00 = → \$ 7,402.00
face amount doubtful or uncollectible accounts**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 147,066.18**Part 4: Investments****13. Does the debtor own any investments?**☒ No. Go to Part 5.☐ Yes. Fill in the information below.**Valuation method
used for current value****Current value of debtor's
interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. _____ \$ _____

14.2. _____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of ownership:

15.1. _____ % _____ \$ _____

15.2. _____ % _____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1. _____ \$ _____

16.2. _____ \$ _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$ _____

Debtor

BlueAvocado Co.

79

Case number (if known)

Name

Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☐ No. Go to Part 6.
- ☒ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
20. Work in progress				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
21. Finished goods, including goods held for resale				
Inventory _____		715,488.94	Book Value	715,488.94
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
22. Other inventory or supplies				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
23. Total of Part 5				\$ 715,488.94
Add lines 19 through 22. Copy the total to line 84.				

24. Is any of the property listed in Part 5 perishable?

- ☒ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☒ No
- ☐ Yes. Book value _____ Valuation method _____ Current value _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested			
_____	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish			
_____	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)			
_____	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed			
_____	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6			
_____	\$ _____	_____	\$ _____

Debtor

BlueAvocado Co.

79

Case number (if known)

Name

33. Total of Part 6.

Add lines 28 through 32. Copy the total to line 85.

\$ _____

34. Is the debtor a member of an agricultural cooperative?☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes**35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**☐ No☐ Yes. Book value \$ _____ Valuation method _____ Current value \$ _____**36. Is a depreciation schedule available for any of the property listed in Part 6?**☐ No☐ Yes**37. Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles****38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**☒ No. Go to Part 8.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture	\$ _____	_____	\$ _____
40. Office fixtures	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software	\$ _____	_____	\$ _____
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$ _____

44. Is a depreciation schedule available for any of the property listed in Part 7?☐ No☐ Yes**45. Has any of the property listed in Part 7 been appraised by a professional within the last year?**☐ No☐ Yes

Debtor

BlueAvocado Co.

79

Case number (if known)

Name

Part 8: Machinery, equipment, and vehicles**46. Does the debtor own or lease any machinery, equipment, or vehicles?**☒ No. Go to Part 9.☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
--	--	---	------------------------------------

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1	\$		\$
47.2	\$		\$
47.3	\$		\$
47.4	\$		\$

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1	\$		\$
48.2	\$		\$

49. Aircraft and accessories

49.1	\$		\$
49.2	\$		\$

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

\$		\$
----	--	----

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$

52. Is a depreciation schedule available for any of the property listed in Part 8?☐ No☐ Yes**53. Has any of the property listed in Part 8 been appraised by a professional within the last year?**☐ No☐ Yes

Debtor

BlueAvocado Co.

79

Case number (if known)

Name

Part 9: Real property**54. Does the debtor own or lease any real property?**

- ☐ No. Go to Part 10.
- ☒ Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 Storage Unit Lease - CubeSmart, 4900 Ranch Road 620N, Austin, Texas 78732	Lease	0.00 \$ _____	_____	0.00 \$ _____
55.2		\$ _____	_____	\$ _____
55.3		\$ _____	_____	\$ _____

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

0.00
\$ _____**57. Is a depreciation schedule available for any of the property listed in Part 9?**

- ☒ No
- ☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 10: Intangibles and intellectual property**59. Does the debtor have any interests in intangibles or intellectual property?**

- ☐ No. Go to Part 11.
- ☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets See Schedule A/B Part 10, Question 60 Attachment	0.00 \$ _____	Book Value	Unknown \$ _____
61. Internet domain names and websites www.blueavocado.com	0.00 \$ _____	Book Value	Unknown \$ _____
62. Licenses, franchises, and royalties _____	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations _____	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property _____	\$ _____	_____	\$ _____
65. Goodwill _____	\$ _____	_____	\$ _____

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

0.00
\$ _____

Debtor

BlueAvocado Co.

79

Case number (if known)

Name

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☒ No
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☒ No
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes. Fill in the information below.

**Current value of
debtor's interest**

71. Notes receivable

Description (include name of obligor)

_____ — _____ = → \$ _____
Total face amount doubtful or uncollectible amount

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

_____	Tax year _____	\$ _____
_____	Tax year _____	\$ _____
_____	Tax year _____	\$ _____

73. Interests in insurance policies or annuities

_____ \$ _____

74. Causes of action against third parties (whether or not a lawsuit has been filed)

See continuation sheet

_____ \$ Unknown

Nature of claim _____

Amount requested \$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

_____ \$ _____

Nature of claim _____

Amount requested \$ _____

76. Trusts, equitable or future interests in property

_____ \$ _____

77. Other property of any kind not already listed Examples: Season tickets, country club membership

_____ \$ _____

_____ \$ _____

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ 0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Debtor

BlueAvocado Co.

79

Case number (if known)

Name

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$ 76,102.22	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$ 0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$ 147,066.18	
83. Investments. <i>Copy line 17, Part 4.</i>	\$ 0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$ 715,488.94	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$ 0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$ 0.00	
88. Real property. <i>Copy line 56, Part 9.</i> →		\$ 0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$ 0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$ 0.00	
91. Total. Add lines 80 through 90 for each column. 91a.	\$ 938,657.34	+ 91b. \$ 0.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92. 938,657.34		\$ 938,657.34

Debtor 1

BlueAvocado Co.

First Name

Middle Name

Last Name

Case number (if known)

Continuation Sheet for Official Form 206 A/B**74) Causes of action against third parties (whether or not a lawsuit has been filed)**

LEE VALKENAAR, JACK LONG, ROXANN CHARGOIS, JARRED MAXWELL, and AQUSHEN, LLC, v. EDWARD ROELS	BlueAvocado seeks reimbursement of costs as nominal defendant in a shareholder derivative action brought by Plaintiff's	0.00	Unknown
BlueAvocado Co. v. Travelers Insurance Company	Declaratory judgment action filed for denial of coverage for the directors and officers	0.00	Unknown

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Application No.</u>	<u>Class(es)</u>	<u>Status</u>	<u>Registration No.</u>	<u>Type</u>	<u>Registration Date</u>
(re)zip	US	88651685	16	Registered	6145586	W	9/8/20
(re)zip	US	86203379	16	Registered (Sup.)	4615447	W	9/30/14
Blue Avocado	US	85096118	18	Registered -Incontestible	3940426	S	4/5/11
Blue Avocado	US	85054711	18	Registered -Incontestible	3880078	W	11/23/10
(re)zip	CA	1989977	16	Formalized	N/A	W	N/A
Blue Avocado	MX	1062632	18	Registered	1151996	S	4/8/10
(re)zip	CH	38905451	16	Registered	38905451	W	2/14/20
(re)zip	AU	2011872	16	Published	N/A	W	N/A
(re)zip	EU	18210111	16	Initial refusal	N/A	W	N/A

BLUEAVOCADO CORPORATION STATUS REPORT				
Last Updated: 03/03/2021				
SIPLG Docket No.	Appln. No./ Filing Date	Title of Invention	Inventor	Status
BLUEA1100-1	14/598,475 01/16/2015 10,000,033 06/19/18	Washable, Waterproof, Sealable and Reusable Storage Bags	DENIS Alain, GEORGE Amy	Granted: 3.5 Year Tax Due: 12/19/21
BLUEA1100-2	15/997,360 06/04/18 10,780,666 09/22/20	Washable, Waterproof, Sealable and Reusable Storage Bags	DENIS Alain, GEORGE Amy	Granted: 3.5 Year Tax Due: 03/22/24
BLUEA1100-3	17/027,558 09/21/20	Washable, Waterproof, Sealable and Reusable Storage Bags	DENIS Alain, GEORGE Amy	Pending: Awaiting First OA
BLUEA1110-1	14/598,511 01/16/2016	Washable, Waterproof, Sealable and Reusable Soft Gusseted Volumized Storage Bags	DENIS Alain, GEORGE Amy	Pending: Resp to OA Filed 12/18/20
BLUEA1110-CN	201580009921.7 01/16/2015 ZL201580009921.7 05/17/19	Washable, Waterproof, Sealable and Reusable Soft Gusseted Volumized Storage Bags	DENIS Alain, GEORGE Amy	Granted: Annuity Due: 01/16/22
BLUEA1111-CN	201910312924.8 01/16/2015	Washable, Waterproof, Sealable and Reusable Soft Gusseted Volumized Storage Bags	DENIS Alain, GEORGE Amy	Pending: Resp to OA Filed 01/20/21

Fill in this information to identify the case:Debtor name BlueAvocado Co.United States Bankruptcy Court for the: Western District of Texas

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.*Column A***Amount of claim**

Do not deduct the value of collateral.

*Column B***Value of collateral that supports this claim**

2.1 Creditor's name <u>BLUEAVO RLOCL LLC</u> Creditor's mailing address <u>10001 Reunion Place</u> <u>Suite 230, San Antonio, TX 78216</u> Creditor's email address, if known _____ Date debt was incurred _____ Last 4 digits of account number _____ Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor, <div style="border: 1px solid black; height: 30px; width: 250px; margin-top: 5px;"></div>	Describe debtor's property that is subject to a lien <u>Inventory, Corporate documents, misc. printers and laptops, samples, shelving, misc. office equipment and supplies.</u> Describe the lien <u>Agreement you made, Barshop/Block Notes</u> Is the creditor an insider or related party? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H). As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>263,750.00</u>	\$ <u>715,488.94</u>
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2.2 Creditor's name <u>BLUEAVO RLOCL LLC</u> Creditor's mailing address <u>10001 Reunion Place</u> <u>Suite 230, San Antonio, TX 78216</u> Creditor's email address, if known _____ Date debt was incurred _____ Last 4 digits of account number _____ Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <div style="border: 1px solid black; height: 30px; width: 250px; margin-top: 5px;"></div> <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines _____	Describe debtor's property that is subject to a lien <u>www.blueavocado.com, www.rezip.com, See Schedule A/B Part 10, Question 60 Attachment, Accounts Receivable, Inventory, Corporate documents, misc. printers and laptops, samples, shelving, misc. office equipment and supplies.</u> Describe the lien <u>Agreement you made</u> Is the creditor an insider or related party? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H). As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>477,000.00</u>	\$ <u>862,555.12</u>
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3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.\$ 1,053,750.00

Debtor

BlueAvocado Co.

Name

79

Case number (if known)

Part 1: Additional Page

Column A

Amount of claim

Do not deduct the value of collateral.

Column B

Value of collateral that supports this claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.3 Creditor's name
BLUEAVO RLOCL LLC

Describe debtor's property that is subject to a lien

Inventory

\$313,000.00

\$715,488.94

Creditor's mailing address

10001 Reunion Place
Suite 230, San Antonio, TX 78216

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☒ No☐ Yes. Have you already specified the relative priority?☐ No. Specify each creditor, including this creditor, and its relative priority.☐ Yes. The relative priority of creditors is specified on lines _____

Describe the lien

Agreement you made, Block Ventures LLC

Is the creditor an insider or related party?

☐ No☒ Yes

Is anyone else liable on this claim?

☒ No☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

☐ Contingent☐ Unliquidated☐ Disputed**2.** Creditor's name

Describe debtor's property that is subject to a lien

\$ _____ \$ _____

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No☐ Yes. Have you already specified the relative priority?☐ No. Specify each creditor, including this creditor, and its relative priority.☐ Yes. The relative priority of creditors is specified on lines _____

Describe the lien

Is the creditor an insider or related party?

☐ No☐ Yes

Is anyone else liable on this claim?

☐ No☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

☐ Contingent☐ Unliquidated☐ Disputed

Debtor BlueAvocado Co. Case number (if known) _____
Name

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
Deborah D. Williamson 112 E. Pecan Street Suite 1800 San Antonio, TX, 78205	Line 2. <u>2</u>	_____
Deborah D. Williamson 112 E. Pecan Street Suite 1800 San Antonio, TX, 78205	Line 2. <u>3</u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____

Fill in this information to identify the case:

Debtor BlueAvocado Co.

United States Bankruptcy Court for the: Western District of Texas

Case number _____
(If known)

☐ Check if this is an amended filing

Official Form 206E/F**Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
- ☐ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.**2.1** Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ _____ \$ _____

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Basis for the claim:

Date or dates debt was incurred

Last 4 digits of account number _____

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)

Is the claim subject to offset?

- ☐ No
- ☐ Yes

2.2 Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ _____ \$ _____

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Basis for the claim:

Date or dates debt was incurred

Last 4 digits of account number _____

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)

Is the claim subject to offset?

- ☐ No
- ☐ Yes

2.3 Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ _____ \$ _____

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Basis for the claim:

Date or dates debt was incurred

Last 4 digits of account number _____

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)

Is the claim subject to offset?

- ☐ No
- ☐ Yes

Debtor

BlueAvocado Co.
Name

79

Case number (if known)

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address Amy George 1516 Alameda Austin, TX, 78704 Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Severance Agreement Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$ Unknown
3.2	Nonpriority creditor's name and mailing address BLUEAVO RLOCL LLC 10001 Reunion Place Suite 230 San Antonio, TX, 78216 Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$ 94,640.06
3.3	Nonpriority creditor's name and mailing address Bruce Barshop 10001 Reunion Place Suite 230 San Antonio, TX, 78216 Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Indemnity Claim Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$ Undetermined
3.4	Nonpriority creditor's name and mailing address Edward Roels 5020 W 73rd Street Bedford Park, IL, 60638 Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Indemnity Claim Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$ Undetermined
3.5	Nonpriority creditor's name and mailing address Locke Lord 2200 Ross Avenue, Suite 2800 Dallas, TX, 75201 Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Suppliers or Vendors Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$ 311,754.97
3.6	Nonpriority creditor's name and mailing address Michael Best & Friedrich Llp 600 Congress Avenue Austin, TX, 78701 Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Suppliers or Vendors Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$ 158,692.11

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

<p>3. <u>7</u> Nonpriority creditor's name and mailing address</p> <p>RWR Legal 620 Congress Avenue Austin, TX, 78701</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Suppliers or Vendors</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$ 169,051.49</p>
<p>3. <u>8</u> Nonpriority creditor's name and mailing address</p> <p>The Creative Partners Group 88 South 10th Street Minneapolis, MN, 55403</p> <p>Date or dates debt was incurred <u>12/30/2015</u></p> <p>Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Suppliers or Vendors</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$ 111,204.12</p>
<p>3. _____ Nonpriority creditor's name and mailing address</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$ _____</p>
<p>3. _____ Nonpriority creditor's name and mailing address</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$ _____</p>
<p>3. _____ Nonpriority creditor's name and mailing address</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$ _____</p>

Part 3:

List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1. Aquashen, LLC PO Box 13121 Austin, TX, 78711	Line _____ <input checked="" type="checkbox"/> Not listed. Explain: _____	_____
4.2. _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.3. _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.4. _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.1. _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.5. _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.6. _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.7. _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.8. _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.9. _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.10. _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.11. _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____

Part 4:

Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

Total of claim amounts		
5a. Total claims from Part 1	5a.	\$ 0.00
5b. Total claims from Part 2	5b. +	\$ 845,342.75
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.	\$ 845,342.75

Fill in this information to identify the case:Debtor name BlueAvocado Co.United States Bankruptcy Court for the: Western District of TexasCase number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Manufacturing Agreement Agent</p> <p>State the term remaining</p> <p>May 15, 2022 (With Automatic Renewal)</p> <p>List the contract number of any government contract</p>	<p>Eco Pozzolan Company Ltd. Tower II Metroplaza No 223 HingFong Rd Kwai Chung NT, Hong Kong,</p>
2.2	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Marketing Contract Agent</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>New Lab 88 S 10th St Ste 100 Minneapolis, MN, 55403</p>
2.3	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Sales Representation Contract Agent</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>CPG 88 S 10th St Ste 100 Minneapolis, MN, 55416</p>
2.4	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	
2.5	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	

Fill in this information to identify the case:Debtor name BlueAvocado Co.United States Bankruptcy Court for the: Western District of Texas

Case number (If known): _____

☐ Check if this is an amended filing**Official Form 206H****Schedule H: Codebtors****12/15****Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.****1. Does the debtor have any codebtors?**☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.**

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1 Bruce Ballengee	Bruce Ballengee 2811 McKinney Ave. Suite 320 Dallas, TX 75204	Locke Lord	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.2 Pete Hines	Pete Hines 88 S 10th St Ste 100, Suite 100 Minneapolis, MN 55416	Locke Lord	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.3			<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4			<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5			<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.6			<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor name BlueAvocado Co.
 United States Bankruptcy Court for the: Western District of Texas
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From 01/01/2021 to Filing date
MM / DD / YYYY

☒ Operating a business
☐ Other

\$ 2,156,283.78

For prior year:

From 01/01/2020 to 12/31/2020
MM / DD / YYYY

☒ Operating a business
☐ Other

\$ 3,156,185.13

For the year before that:

From 01/01/2019 to 12/31/2019
MM / DD / YYYY

☒ Operating a business
☐ Other

\$ 3,352,683.63

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From 01/01/2021 to Filing date
MM / DD / YYYY

_____ \$ 0.00

For prior year:

From 01/01/2020 to 12/31/2020
MM / DD / YYYY

_____ \$ 0.00

For the year before that:

From 01/01/2019 to 12/31/2019
MM / DD / YYYY

_____ \$ 0.00

Debtor BlueAvocado Co. Case number (if known) _____
 Name _____

Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. AB Accretive Creditor's name		\$ 27,442.50	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other _____
3.2. American Shipping Co. Inc. Creditor's name		\$ 63,805.24	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. Julie Mak Insider's name 251 W. 87th Street #25 New York, NY 10024		\$ 150,000.00	annual salary
Relationship to debtor Interim CEO			
4.2. Insider's name		\$ _____	
Relationship to debtor			

Debtor BlueAvocado Co.
Name _____

Case number (if known) _____

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

	Creditor's name and address	Description of the property	Date	Value of property
5.1.	_____ Creditor's name		_____	\$ _____
5.2.	_____ Creditor's name		_____	\$ _____

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
_____ Creditor's name		_____	\$ _____

Last 4 digits of account number: XXXX- _____

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

	Case title	Nature of case	Court or agency's name and address	Status of case
7.1.	LEE VALKENAAR, JACK LONG, ROXANN CHARGOIS, JARRED MAXWELL, AQUSHEN, LLC, Each Individually and as Shareholders	Shareholder Derivative Lawsuit	261st Judicial District Court of Travis County, Texas 1000 Guadalupe Austin, TX 78701	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number _____ Cause No. D-1-GN-19-001505			
7.2.	BlueAvocado, Co. v Travelers Insurance Co	Declaratory Judgement - Insuran	Travis County, Texas District Court 1000 Guadalupe Austin, TX 78701	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number _____			

Debtor BlueAvocado Co. Case number (if known) _____
 Name _____

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
_____	_____	\$ _____
Custodian's name	Case title	Court name and address
_____	_____	_____
Case number	Name	_____
_____	Date of order or assignment	_____
_____	_____	_____

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. _____	_____	_____	\$ _____
Recipient's name	_____	_____	\$ _____
Recipient's relationship to debtor	_____	_____	\$ _____
_____	_____	_____	\$ _____
9.2. _____	_____	_____	\$ _____
Recipient's name	_____	_____	\$ _____
Recipient's relationship to debtor	_____	_____	\$ _____
_____	_____	_____	\$ _____

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
_____	_____	_____	\$ _____

Debtor BlueAvocado Co.
Name

Case number (if known) _____

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1.	Ray Battaglia	Retainer Check	08/02/2021	\$ 26,738.00
	Address Law Offices of Ray Battaglia, PLLC 66 Granburg Circle San Antonio, TX 78218			
	Email or website address rbattagliaw@outlook.com			
	Who made the payment, if not debtor? BlueAvocado Co.			

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2.				\$
	Address			
	Email or website address			
	Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
			\$
Trustee			

Debtor BlueAvocado Co.
Name

Case number (if known) _____

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____		_____	\$ _____
Address _____			
Relationship to debtor _____			
13.2. _____		_____	\$ _____
Address _____			
Relationship to debtor _____			

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy	
	From	To
14.1. _____	_____	_____
14.2. _____	_____	_____

Debtor BlueAvocado Co. Case number (if known) _____
 Name _____

Part 8: Health Care Bankruptcies
15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

15.1.

Facility name

Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.

How are records kept?

Check all that apply:

- ☐ Electronically
☐ Paper

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

15.2.

Facility name

Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.

How are records kept?

Check all that apply:

- ☐ Electronically
☐ Paper

Part 9: Personally Identifiable Information
16. Does the debtor collect and retain personally identifiable information of customers?

☒ No.

☐ Yes. State the nature of the information collected and retained. _____

Does the debtor have a privacy policy about that information?

- ☐ No
☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☒ No. Go to Part 10.

Yes. Does the debtor serve as plan administrator?

- ☐ No. Go to Part 10.
☐ Yes. Fill in below:

Name of plan

Employer identification number of the plan

EIN: _____

Has the plan been terminated?

- ☐ No
☐ Yes

18. Closed financial accounts

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	_____	XXXX—_____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2.	_____	XXXX—_____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☐ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
<div> <div>Name</div> <div>Address</div> </div>			<input type="checkbox"/> No <input type="checkbox"/> Yes

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
CubeSmart <hr/> Name 4900 Ranch Road 620 N Austin, TX 78732	Alain Denis and Felix Chavez	Corporate documents, misc. printers and laptops, samples, shelving, misc. office equipment and supplies.	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes
	Address		

Debtor BlueAvocado Co. Case number (if known) _____
 Name

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own
21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address	Location of the property	Description of the property	Value
_____ Name			\$ _____

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No

☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
_____	_____		<input type="checkbox"/> Pending
Case number _____	Name _____		<input type="checkbox"/> On appeal
_____			<input type="checkbox"/> Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
_____	_____		_____
Name _____	Name _____		

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
<div> <div>Name</div> <div></div> </div>	<div> <div>Name</div> <div></div> </div>		<div></div>

☒ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.3. _____ Name		EIN: _____
		Dates business existed
		From _____ To _____

Debtor BlueAvocado Co. Case number (if known) _____
 Name

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Dates of service
26a.1. <u>Felix Chavez</u> Name 16014 Pool Canyon Rd. Austin, TX 78734	From <u>06/01/2020</u> To <u>01/31/2021</u>

Name and address	Dates of service
26a.2. <u>Valerye Rowe</u> Name 3109 Fiorellino Pl Cedar Park, TX 78613	From <u>09/26/2012</u> To <u>01/31/2021</u>

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Dates of service
26b.1. <u>Dede Schryver, CPA</u> Name Erickson Demel & Co, PLLC 7800 N. Mopac, Ste 105 Austin, TX 78759	From <u>01/01/2010</u> To <u>11/10/2021</u>

Name and address	Dates of service
26b.2. _____ Name	From _____ To _____

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. <u>Felix Chavez</u> Name 16014 Pool Canyon Rd. Austin, TX 78734	

Debtor BlueAvocado Co. Case number (if known) _____
 Name

Name and address

If any books of account and records are unavailable, explain why

26c.2. Ming Du
 Name
 3823 S Hermitage Ave Chicago, IL 60609

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address

26d.1. Scalar, LLC
 Name
 874 E Pioneer Road Draper, UT 84020

Name and address

26d.2. Adam Brothers, AB Accretive LLC
 Name
 481 Carlton Rd Wyckoff, NJ 07481

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

 _____ \$ _____

Name and address of the person who has possession of inventory records

27.1. _____
 Name

Debtor BlueAvocado Co.
Name _____

Case number (if known) _____

Name of the person who supervised the taking of the inventory

Date of
inventoryThe dollar amount and basis (cost, market, or
other basis) of each inventory

\$ _____

Name and address of the person who has possession of inventory records

27.2.

Name _____

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Amy George	1516 Alameda Drive, Austin, TX 78704	Director	
Bruce Ballengee	1649 Promontory Drive, Cedar Hill, TX 75104	Director	
Pete Hinze	88 S 10th St Ste 100, Minneapolis, MN 55416	Director	
Bruce Barshop	10001 Reunion Place Suite 230, San Antonio, TX 78216	Director	
Julie Mak	,	Interim CEO	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?☐ No☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Ed Roels	5020 W 73rd Street, 5020 W 73rd Street Bedford Park, IL 60638	Former Board Member	_____ To <u>07/19/2021</u>
			_____ To _____
			_____ To _____
			_____ To _____

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1. _____ Name	_____	_____	

Relationship to debtor		_____	

Debtor BlueAvocado Co. Case number (if known) _____
Name

Name and address of recipient

30.2

Name

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

EIN: _____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

EIN: _____

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/10/2021
MM / DD / YYYY

X

/s/ Julie Mak

Printed name Julie Mak

Signature of individual signing on behalf of the debtor

Position or relationship to debtor CEO & President

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☐ No
☒ Yes

Debtor Name BlueAvocado Co.

Case number (if known) _____

Continuation Sheet for Official Form 207**3) Certain payments or transfers to creditors within 90 days before filing this case**

Assured Partners of Illinois, LLC,	\$30,003.00
Criteo Corp,	\$14,539.67
Eco S. Global Limited,	\$314,817.52
Lily Sei,	\$27,600.00
Michael Best & Friedrich, LLP,	\$9,000.00
Ming Du,	\$8,857.66
Shidlofsky Law Firm,	\$14,249.50
Sprinkle IP Law Group,	\$12,519.70
The Creative Partners Group, LLC,	\$36,525.96
Felix Chavez III,	\$15,200.00

26a) Bookkeepers

Ming Du	3823 S Hermitage Ave Chicago, IL 60609	01/31/2021	11/10/2021
---------	--	------------	------------

26d) Creditors

BLUEAVO

28) Additional people in control of the debtor at the time of the filing of this case

See Attached SOFA Part ,
13, Question 28

SOFA Part 13, Question 28

Ada Broussard Trust
Bruce Ballengee, Trustee
1649 Promontory Drive
Cedar Hill, TX 75104

Affinity Angel Investment
Fund I, LLC
16238 RR 620 N – Ste. F 381
Austin, TX 78717

Aqushen, LLC
PO Box 13121
Austin, TX 78711

Arthur F. Lerner Revocable
Trust
13868 East Degas Dr.
Palm Beach Gardens, FL 33410

Barry M. Davis Revocable
Trust
d/b/a Aurora Investments Ltd.
110 W. 7th Street, Suite 1000
Tulsa, Oklahoma 74119

Blue-Eyed Girl, Inc.
C/o UTA
Attn: Max Stubblefield
9560 Wilshire Blvd., 5th Floor
Beverly Hills, California 90212

Roxann Thomas Chargois
4201 Waters Edge Cove
Austin, Texas 78731

Paige Davis
3803 B. Peyron Drive
AUSTIN, TX 78704

Dave Del Sesto
10502 Grove Oak Drive
Santa Ana, California 92705

Glenda Flannagan
550 Bowie Street
Austin, Texas 78703

Amy George
1516 Alameda Drive
Austin, TX 78704

Jerry Greenfield
2779 South Road
Williston, VT 05495

Brandon J. and Carrie Heinley
613 Theresa Ave, Unit B
Austin, TX 78703

Brett A. Hurt
8424 Calera Drive
Austin, TX 78735

Jerry Greenfield Revocable
Trust
2779 South Road
Williston, VT 05495

Kit Carson, Ltd.
100 NE Loop 410, Suite 1300
San Antonio, Texas 78216

Thomas Lauria
35 East 38th Street #3C
New York, NY 10016

Michael Lerner
201 Shiloh Rd.
Blairstown, New Jersey 07825

Lerner, Pete and Dalton, Dr.
Danielle
82A Madison Street
Hoboken, NJ 07030

W. Jackson Long, Jr.
816 Congress Avenue
Suite 1800
Austin, Texas 78701

Jarred Maxwell
804 30TH 1/2 STREET
Austin, Texas 78705

Bonnie K. Mills
3407 Monte Vista Dr.
Austin, Texas 78731

Melissa Nathan
3803B Byron Drive
Austin, TX 78704

NB Family Limited
Partnership, L.P.
3205 El Toro Cove
Austin, TX 78746

William Petty
One Bear Place #98004
Waco, Texas 76798

Richard J. & Shari W. Ressler
620 Congress Avenue, Suite 200
Austin, Texas 78701

S. Barshop Investments, Ltd.
10001 Reunion Place
Suite 230
San Antonio, Texas 78216

Robert Sessa & Ellen Grady-
Sessa
813 James Street
Austin, Texas 78704

Sean Spector
628 Brandon Way
Austin, Texas 78733

Kim Stevens
3725 MacArthur
Waco, Texas 76708

Sairam Suresh
872 Lucile Ave. Unit A
Los Angeles, CA 90026

Suzi Martina Sosa Investment
Trust
30 Margranita Crescent

George W. Talbot, Jr.
1516 Alameda Drive
Austin, TX 78703

SOFA Part 13, Question 28

Austin, TX 78703

Lee Valkenaar
555 E. 5th St. #809
AUSTIN, TX 78701

Gary Walker
255 N. Center Street #200
Arlington, TX 76011

WEBKO, LLC
Attn: Bryan Daigle, President
3005 S. Lamar Blvd.
Suite D-109 #146
Austin, TX 78704

Greg Wilson
3404 Cloven Court
Wake Forest, NC 27587

Ada Broussard Trust
Bruce Ballengee, Trustee
1649 Promontory Drive
Cedar Hill, TX 75104

Affinity Angel Investment
Fund, LLC
16238 RR 620 N. Ste. F 381
Austin, TX 78717

Arthur F. Lerner Revocable
Trust
13868 East Degas Dr.
Palm Beach Gardens, FL 33410

Barry M. Davis Revocable Trust
d/b/a Aurora Investments Ltd.
110 W. 7th Street, Suite 1000
Tulsa, Oklahoma 74119

Blue-Eyed Girl, Inc.
C/o UTA
Attn: Max Stubblefield
9560 Wilshire Blvd., 5th Floor
Beverly Hills, California 90212

United States Bankruptcy Court

IN RE:

Case No. _____

BlueAvocado Co.

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Registered name and last known address of security holder	Shares (Or Percentage)	Security Class (or kind of interest)
---	---------------------------	---

Amy George
1516 Alameda Drive, Austin, TX 78704

Bruce Ballengee
1649 Promontory Drive, Cedar Hill, TX 75104

Pete Hinze
88 S 10th St Ste 100, Minneapolis, MN 55416

Bruce Barshop
10001 Reunion Place Suite 230, San Antonio, TX 78216

Julie Mak

,

See Attached SOFA Part 13, Question 28

,

Fill in this information to identify the case and this filing:

Debtor Name BlueAvocado Co.
 United States Bankruptcy Court for the: Western District of Texas
 Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/10/2021
 MM / DD / YYYY

 /s/ Julie Mak

Signature of individual signing on behalf of debtor

Julie Mak

Printed name

CEO & President

Position or relationship to debtor

United States Bankruptcy Court
Western District of Texas

In re: BlueAvocado Co.

Case No.

Chapter 11

Debtor(s)

Verification of Creditor Matrix

The above-named Debtor(s) hereby verify that the attached list of creditors is true and correct to the best of their knowledge.

Date: 11/10/2021

/s/ Julie Mak

Signature of Individual signing on behalf of debtor

CEO & President

Position or relationship to debtor

Amy George
1516 Alameda
Austin, TX 78704

Edward Roels
5020 W 73rd Street

Amy George
1516 Alameda Drive
Austin
TX 78704

Internal Revenue Service
Centralized Insolvency Office
P. O. Box 7346
Philadelphia, PA 19101-7346

Aqushen, LLC
PO Box 13121
Austin, TX 78711

Jarred Maxwell
804 30TH 1/2 STREET
Austin, TX 78705

BLUEAVO RLOCL LLC
10001 Reunion Place
Suite 230
San Antonio, TX 78216

Lee Valkenaar
555 E. 5th St. #809
Austin, TX 78701

Bruce Ballengee
2811 McKinney Ave. Suite 320
Dallas, TX 75204

Locke Lord
2200 Ross Avenue, Suite 2800
Dallas, TX 75201

Bruce Ballengee
1649 Promontory Drive
Cedar Hill
TX 75104

Michael Best & Friedrich LLP
600 Congress Avenue
Austin, TX 78701

Bruce Barshop
10001 Reunion Place
Suite 230
San Antonio, TX 78216

Michael Joseph Smith
8310 N. Capital of Texas Hwy
STE. 150
Austin, TX 78731

Bruce Barshop
10001 Reunion Place
Suite 230
San Antonio
TX 78216

New Lab
88 S 10th St
Ste 100
Minneapolis, MN 55403

CPG
88 S 10th St
Ste 100
Minneapolis, MN 55416

None

Pete Hines
88 S 10th St Ste 100,
Suite 100
Minneapolis, MN 55416

Deborah D. Williamson
112 E. Pecan Street
Suite 1800
San Antonio, TX 78205

Pete Hinze
88 S 10th St
Ste 100
Minneapolis
MN 55416

Eco Pozzolan Company Ltd.
Tower II Metroplaza
No 223 HingFong Rd
Kwai Chung NT, Hong Kong,

Roxann Thomas Chargois
4201 Waters Edge Cove
Austin, TX 78731

RWR Legal
620 Congress Avenue
Austin, TX 78701

The Creative Partners Group
88 South 10th Street
Minneapolis, MN 55403

W. Jackson Long, Jr.
816 Congress Avenue
Suite 1800
Austin, TX 78701

United States Bankruptcy Court

Western District of Texas

In re BlueAvocado Co.

Case No. _____

Debtor

Chapter ¹¹ _____

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

☐ FLAT FEE

For legal services, I have agreed to accept \$ _____

Prior to the filing of this statement I have received. \$ _____

Balance Due. \$ _____

☒ RETAINER

For legal services, I have agreed to accept a retainer of \$ ^{26,738.00} _____

The undersigned shall bill against the retainer at an hourly rate of \$ ^{450.00} _____

[Or attach firm hourly rate schedule.] Debtor(s) have agreed to pay all Court approved fees and expenses exceeding the amount of the retainer.

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify)

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the Agreement, together with a list of the names of the people sharing the compensation is attached.

5. In return of the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

d. [Other provisions as needed]

- a. Advising Debtor of its rights, powers and duties as debtors-in-possession in continuing to operate and manage its assets;
- b. Advising Debtor concerning, and assisting in a negotiation of documentation of debtor-in- possession financing agreements, debt restructuring, cash collateral orders and related transactions;
- c. Reviewing the nature and validity of agreements related to Debtor 's business and assets and advising Debtor in connection therewith;
- d. Reviewing the nature and validity of liens asserted against Debtor and advising Debtor concerning the enforceability of such liens;
- e. Advising Debtor concerning the actions to be taken to collect and recover property for the benefit of its estate;
- f. Reviewing and assisting Debtor with the preparation of all necessary and appropriate applications, motions, pleadings, orders, notices, schedules and other documents, and reviewing all financial and other reports to be filed in Debtor 's Chapter 11 case;
- g. Advising Debtor concerning, and preparing responses to, applications, motions, pleadings, notices and other papers which may be filed in Debtor's Chapter 11 case;
- h. Counseling Debtor in connection with the formulation, negotiation and promulgation of plans of reorganization and related documents; and
- i. Performing all other legal services which may be necessary or appropriate in the administration of Debtor's Chapter 11 case.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

Our engagement is limited to providing legal services and does not include accounting, financial, management, or other non-legal services. Additionally, our engagement does not include any existing or future lawsuits which have been or may be filed against Debtor.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

11/10/2021

/s/ Raymond Battaglia, 01918055

Date

Signature of Attorney

Law Offices of Ray Battaglia, PLLC

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